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RECORDATION NO. **22754-G** FILED

JAN 10 '01 11:25 AM

TS
SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjilp.com

January 10, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release from Surface Transportation Board Filed Encumbrance, a secondary document, dated January 9, 2001. The primary document to which this is connected is recorded under Recordation No. 22754. We request that one copy of this document be recorded under Recordation No. 22754-G.

The name and address of the party to the Release from Surface Transportation Board Filed Encumbrance is:

Secured Party:

The Bank of Nova Scotia
600 Peachtree Street, Suite 2700
Atlanta, GA, 30308

A description of the equipment covered by the Release from Surface Transportation Board Filed Encumbrance consists of one GP-35 locomotive numbered MNA 3840, two GP-9 locomotives numbered VSRR 900 and 174, one GP-20 locomotive numbered MNA 483 and one SW-1200 locomotive numbered 121.

BALL JANIK LLP

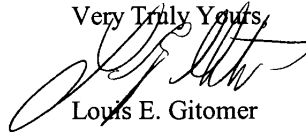
Honorable Vernon A. Williams
January 10, 2001
Page 2

A fee of \$27.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Release from Surface Transportation Board Filed Encumbrance by The Bank of Nova Scotia, 600 Peachtree Street, Suite 2700, Atlanta, GA, 30308, covering one GP-35 locomotive numbered MNA 3840, two GP-9 locomotives numbered VSRR 900 and 174, one GP-20 locomotive numbered MNA 483 and one SW-1200 locomotive numbered 121.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

Reference herein is made to the U.S. Pledge and Security Agreement (as amended, supplemented, amended and restated or otherwise modified from time to time, the “Pledge and Security Agreement”), dated as of February 4, 2000, made by RailAmerica, Inc., a Delaware corporation, Palm Beach Rail Holdings, Inc., a Delaware corporation, and RailAmerica Transportation Corp., a Delaware corporation (the “Company”) and each Subsidiary (as defined in the Pledge and Security Agreement) of the Company a signatory thereto, in favor of The Bank of Nova Scotia, as Administrative Agent for each of the Secured Parties

Dated as of January 9, 2001.

By: W. J. Brown
Title: W.J. BROWN
VICE PRESIDENT

State of Georgia)
County of Fulton) ss.

Janice R. Wilken
Notary Public for Gwinnett Co.

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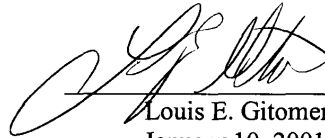
SURFACE TRANSPORTATION BOARD

SCHEDULE I

One GP-35 locomotive numbered MNA 3840
One GP-9 locomotive numbered VSRR 900
One GP-9 locomotive numbered VSRR 174
One GP-20 locomotive numbered MNA 483
One SW-1200 locomotive numbered 121

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Release from Surface Transportation Board Filed Encumbrance dated as of January 9, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
January 10, 2001